

1 IN THE UNITED STATES DISTRICT COURT  
2 FOR THE EASTERN DISTRICT OF TEXAS  
3 MARSHALL DIVISION

4 - - -

5 PATTY BEALL, MATTHEW MAXWELL, )  
6 DAVID GRAVELY, TALINA MCELHANY, )  
7 KELLY HAMPTON, CASEY BROWN, )  
8 JASON BONNER, KEVIN TULLOS, )  
9 ANTHONY DODD, ILENE MEYERS, )  
10 TOM O'HAVER, JOY BIBLES, DON )  
11 LOCCHI and MELISSA PASTOR, )  
12 Individually and on behalf of )  
13 all others similarly situated; )  
14 Plaintiffs )  
15 vs. ) 2:08-cv-422-TJW  
16 TYLER TECHNOLOGIES, INC., and )  
17 EDP ENTERPRISES, INC. )  
18 Defendants. )  
19 -----

20 DEPOSITION OF  
21 CHRISTOPHER HEPBURN  
22 PORTLAND, MAINE  
23 AUGUST 18, 2010

24 ATKINSON-BAKER, INC.  
25 COURT REPORTERS  
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26 REPORTED BY: Cheryl C. Pieske, RMR

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20  
21 Deposition of CHRISTOPHER HEPBURN, taken on

22 behalf of Plaintiff, at Congress Street, Portland, Maine,

23 commencing at 8:32 a.m., Wednesday, August 18, 2010, before

24 Cheryl C. Pieske, RMR, Court Reporter and Notary

25 Public.

A P P E A R A N C E S :

FOR PLAINTIFFS:

SLOAN, BAGLEY, HATCHER & PERRY LAW FIRM  
BY: LAUREEN F. BAGLEY, ESQ.  
101 East Whaley Street  
P.O. Drawer 2909  
Longview, Texas 75606

ZELBST, HOLMES & BUTLER  
BY: CHANDRA L. HOLMES RAY, ESQ.  
P.O. Box 365  
Lawton, Oklahoma 73502-0365

FOR DEFENDANT:

MORGAN, LEWIS & BOCKIUS, LLP  
BY: PAULO B. McKEEBY, ESQ.  
1717 Main Street, Suite 3200  
Dallas, Texas, 75201-7347

TYLER TECHNOLOGIES, INC.  
H. LYNN MOORE, ESQ.  
In-house Counsel

1	that we haven't discussed?	10:04:09
2	A. Not that I can recall right now.	10:04:10
3	Q. Okay. Now, let's move on to Eden.	10:04:17
4	A. Sure.	10:04:22
5	Q. What do the implementation specialists and	10:04:23
6	consultants -- what are their functions at Eden?	10:04:26
7	A. The organizational structure at Eden is	10:04:29
8	different than MUNIS. The project manager is not a	10:04:33
9	product expert, which means more responsibility falls on	10:04:38
10	the implementation staff to perform all -- virtually all	10:04:47
11	product-related items to get the client live.	10:04:55
12	Q. Okay. And what do they have to do?	10:04:59
13	A. They would -- they would perform the analysis,	10:05:03
14	the to-be model definition, the configuration, marrying	10:05:14
15	of the to-be model to the configuration, and work with	10:05:19
16	the client to execute that, and then the added	10:05:25
17	responsibility to educate the project manager, who is not	10:05:29
18	a product expert, on where the project is relative to	10:05:32
19	milestones.	10:05:37
20	Q. Okay. And would they do training as well?	10:05:38
21	A. That would be one component of their job.	10:05:43
22	Q. Okay. And then do they assist in the -- or do	10:05:45
23	they do the -- receive the client acceptance, review the	10:05:49
24	conversion files and load conversion files?	10:05:55
25	A. That would be also part of their job.	10:05:57

1 Q. And do they assist in the go-live in the ways 10:05:59  
2 we've discussed before? 10:06:02

3 A. That would also be part of their job. 10:06:03

4 Q. And do they assist in go-live support? 10:06:04

5 A. Correct. 10:06:07

6 Q. Okay. And based upon what you have told me, it 10:06:09  
7 sounds like it's your testimony that the implementation 10:06:13  
8 specialists at Eden perform predominantly the kind of 10:06:16  
9 tasks that you performed when you were an implementation 10:06:20  
10 specialist; is that correct? 10:06:25

11 A. The -- predominantly, I would say generally 10:06:34  
12 they perform similar tasks. The difference is just 10:06:39  
13 organizational structure where when I was at MUNIS, I had 10:06:46  
14 a project manager who was a product expert who was 10:06:52  
15 engaged in the project. At Eden, the project manager is 10:06:59  
16 not a product expert, meaning that their implementation 10:07:03  
17 consultants have a higher degree of responsibility than I 10:07:09  
18 had. 10:07:13

19 Q. Okay. And is that how it is now or how it has 10:07:13  
20 always been? 10:07:17

21 A. They have -- at Eden or MUNIS? 10:07:18

22 Q. Both places. 10:07:21

23 A. MUNIS has -- MUNIS has -- for my 17 years, all 10:07:22  
24 but 1 1/2 years has been organized in the project 10:07:37  
25 manager/implementor combination with a project manager as 10:07:40

1 an expert. At Eden they have always been or historically 10:07:45  
2 been what we call a bull-pen approach. 10:07:50

3 Q. Uh-hmm. Okay. And what about INCODE? 10:07:53

4 A. INCODE is a similar approach to Eden. They are 10:08:06  
5 a bull-pen approach where the product -- I'm sorry, the 10:08:11  
6 project manager is not the product expert. 10:08:18

7 Q. Okay. And so we don't need to go through all 10:08:26  
8 of the particular job functions unless you tell me that 10:08:30  
9 there is something unique. But is it fair to say that 10:08:34  
10 the job duties and functions are -- mirror Eden's, in 10:08:37  
11 other words, for the implementation specialists at 10:08:44  
12 INCODE? 10:08:46

13 A. The other -- I wouldn't say 100 percent. The 10:08:47  
14 INCODE has -- the INCODE team has tax, courts, and public 10:09:00  
15 safety products which require specialization that the 10:09:09  
16 Eden folks don't have. 10:09:16

17 Q. Okay. What type of specialization? Are we 10:09:21  
18 talking product specialization, or are we talking about 10:09:24  
19 tax background or something like that? 10:09:27

20 A. Both. 10:09:28

21 Q. Uh-hmm. Okay. And how so? What kind of 10:09:29  
22 specialization is required for public safety? 10:09:35

23 A. I'll combine the public safety and the courts. 10:09:38  
24 The nature of the implementations is kind of an all -- 10:09:42  
25 you want all of your applications going live at the same 10:09:52

1 time. 10:09:57

2 MR. McKEEBY: This is at INCODE? 10:09:57

3 THE DEPONENT: At INCODE dealing with -- and when we 10:09:59

4 get to it, Courts, and I can describe more later. 10:10:03

5 A. So that provides a level of, I would say, 10:10:10

6 management, getting all of your applications lined up to 10:10:21

7 go live at the same time where the Eden, the MUNIS, an 10:10:27

8 even INCODE financials can be staggered. You could do 10:10:31

9 financials one day, payroll one day. You could stagger 10:10:36

10 it out. But they have a different burden because you 10:10:39

11 want all of your courts and your public safety up and 10:10:44

12 running at one fell swoop so that when the sheriff pulls 10:10:49

13 someone over and they have an outstanding warrant for 10:10:53

14 them, that sheriff needs to know that or that sheriff 10:10:55

15 could be in trouble. So they have to -- the 10:10:59

16 implementation consultants because they don't have a 10:11:02

17 product -- project manager who is a product expert have 10:11:04

18 that added burden of managing multi-tasking that the Eden 10:11:08

19 folks and MUNIS folks don't have. 10:11:13

20 Q. And so I might understand correctly, because it 10:11:15

21 needs to go live at the same time, it's really a timing 10:11:18

22 issue? 10:11:21

23 A. It's -- it's -- I'd call it a project 10:11:22

24 management juggling issue. 10:11:25

25 Q. Uh-hmm. 10:11:28

1 Q. Okay. And at MUNIS they do it zero percent of 10:16:16  
2 the time; is that correct? 10:16:24

3 A. That is not correct. I think we discussed 10:16:25  
4 earlier it's the project manager's discretion whether the 10:16:27  
5 project manager would like to do it or they wanted to 10:16:31  
6 delegate that task. So it would depend. 10:16:35

7 Q. Okay. And if at Eden and INCODE it's 10:16:38  
8 100 percent of the time that they do that, what percent 10:16:43  
9 of the time would they spend doing the consulting with 10:16:47  
10 the client versus their other tasks, training and, you 10:16:51  
11 know, assisting with go-live and that type of thing? 10:16:54

12 A. I want to -- I don't like the -- I want to back 10:16:56  
13 up. I don't like the term 100 percent. That's -- that's 10:17:06  
14 too narrow a definition to say that someone at Eden and 10:17:09  
15 INCODE. Some other staff member could work with a client 10:17:11  
16 to do analysis. 10:17:15

17 Q. Like who? 10:17:18

18 A. They might -- it could be someone in the 10:17:18  
19 support department that helps out on occasion. If there 10:17:23  
20 was -- if I didn't have anyone scheduled to go to a 10:17:26  
21 particular client site, we could ask a manager in support 10:17:29  
22 or someone who had product knowledge. So to say it's 10:17:33  
23 100 percent I think is too narrow, but predominantly 10:17:36  
24 within those organizations the implementation specialists 10:17:39  
25 are the ones engaging with clients for the analysis; but 10:17:44



1 I don't want to -- I don't want to say that that's the 10:17:49  
2 only ones who could do that. That's, I think, too narrow 10:17:52  
3 a definition. 10:17:55

4 Within that what percentage of their time is devoted 10:17:57  
5 to analysis is -- it's -- it's -- on an average project, 10:18:03  
6 and, again, every project is different, it can be above 10:18:17  
7 50 percent of the time. It can be upwards of 75 percent 10:18:22  
8 of the time on average, but that depends. 10:18:24

9 Q. Okay. Now, what about at Courts and Justice? 10:18:27

10 A. Courts and Justice is similar to Eden and 10:18:43  
11 INCODE but unique. They have two separate organizations 10:18:49  
12 within their services line. One is the project 10:19:00  
13 management organization. They are not product experts. 10:19:04  
14 The other is an implementation organization that has 10:19:09  
15 multiple layers. 10:19:15

16 Q. What do you mean by multiple layers? 10:19:17

17 A. They have line managers that are unique to 10:19:20  
18 Courts and Justice. Then they have implementation 10:19:27  
19 analysts and then implementation consultants. Experience 10:19:33  
20 would be the key there. 10:19:40

21 Q. What do you mean experience would be the key 10:19:43  
22 there? 10:19:46

23 A. A line manager has more experience and so 10:19:46  
24 forth. 10:19:53

25 Q. Are we talking about product experience? 10:19:53

1	A. Correct.	10:19:54
2	Q. Okay. And other than that -- no, strike that.	10:19:55
3	How are they similar to Eden and INCODE?	10:20:03
4	A. How are they similar? At the lower -- at the	10:20:06
5	lower level, entry level, they would be -- as a	10:20:19
6	percentage of their job have knowledge transfer	10:20:27
7	responsibilities that they all have as some percentage.	10:20:37
8	Q. Okay. How else are they similar, the	10:20:43
9	implementation specialists at Courts and Justice similar	10:20:48
10	to Eden and INCODE?	10:20:50
11	A. From a very generalistic and simplistic answer,	10:20:51
12	they're all tasked with getting the client live.	10:21:08
13	Q. And what tasks?	10:21:13
14	A. Again, there's going to be dozens of tasks	10:21:15
15	relative to each particular implementation.	10:21:21
16	Q. And what I'm really interested in is the tasks	10:21:23
17	that you've already outlined for me that you were	10:21:26
18	predominantly doing when you were an implementation	10:21:30
19	specialist.	10:21:32
20	A. It would be -- I wouldn't be able to draw a	10:21:32
21	parallel to what I had done and what Courts and Justice	10:21:39
22	does. They're not -- they're not the same.	10:21:41
23	Q. Uh-hmm. So Courts and Justice would not talk	10:21:44
24	to the client to ascertain what they wanted to do, what	10:21:50
25	they wanted to accomplish with the software?	10:21:54

1 client in terms of what the client wants to have done, 10:26:07  
2 and they can help with training and those types of 10:26:10  
3 things? 10:26:13  
4 A. They can. 10:26:13  
5 Q. And they can assist with the go-live and 10:26:14  
6 configure and things like that? 10:26:19  
7 A. They could. 10:26:21  
8 Q. But they just have the additional duty of kind 10:26:21  
9 of making sure that everybody has the education 10:26:24  
10 underneath them that they need? 10:26:28  
11 A. Correct. 10:26:29  
12 Q. Okay. Okay. Any other ways in which you're 10:26:32  
13 saying the implementation specialists at Courts and 10:26:38  
14 Justice is similar to the implementation specialists at 10:26:42  
15 Eden or INCODE? 10:26:47  
16 A. I think that -- in a very general and 10:26:48  
17 simplistic way that the implementation specialists or 10:27:06  
18 consultants share equal similarities and equal 10:27:13  
19 differences. 10:27:20  
20 Q. Okay. What similarities do they share? 10:27:21  
21 A. Again, in general terms they all share the 10:27:23  
22 similarity that their job is to get the client live 10:27:28  
23 successfully so that they can use our software 10:27:31  
24 applications. 10:27:34  
25 Q. Now, are we talking about implementation 10:27:34

1 specialists across the board at Tyler at this point in 10:27:37  
2 time? 10:27:40

3 A. As related to your question, it was between the 10:27:40  
4 specific areas. My answer was the specific areas that 10:27:45  
5 you had mentioned. 10:27:49

6 Q. But your answer was very broad, and that's why 10:27:49  
7 I was asking whether or not it would be equally -- and I 10:27:52  
8 didn't ask it that way, and I apologize. I guess I 10:27:55  
9 should ask would that be equally true for implementation 10:27:56  
10 specialists across the board at Tyler? 10:28:00

11 A. I would say that if you're an implementation 10:28:02  
12 specialist at Tyler generally you are in a role that is 10:28:10  
13 to assist clients to successfully implement software 10:28:15  
14 applications. 10:28:21

15 Q. Okay. All right. Now, any other ways in which 10:28:21  
16 it's your testimony that the implementation specialists 10:28:28  
17 at Courts and Justice are different from the 10:28:31  
18 implementation specialists at MUNIS, Eden, or INCODE? 10:28:33

19 A. The Courts and Justice implementations have 10:28:36  
20 size and scope, which are unique to Courts and Justice. 10:28:45  
21 They have implementations at state levels that other -- 10:28:50  
22 that peers -- that their peers in Tyler don't have, and 10:28:57  
23 that's unique and requires unique skillsets; and they 10:29:04  
24 have also within Texas, which is an area of a number of 10:29:09  
25 their clients, they have that combined implementation 10:29:17

1 where it's the big bang theory. Everything must go at 10:29:22  
2 the same time. And that is unique to those individuals. 10:29:27  
3 Q. Okay. Any other ways that you're saying it's 10:29:30  
4 different? I mean, if there is not, that's fine. I'm 10:29:35  
5 not -- I just want to find out what it is. 10:29:40  
6 A. Those are some predominant ones that are coming 10:29:42  
7 to my mind. 10:29:44  
8 Q. Okay. Let's go on to Eagle. Tell me what the 10:29:45  
9 implementation specialists' functions are at Eagle. 10:29:59  
10 A. In general terms they're -- they're very 10:30:07  
11 similar to the INCODE and Eden models. They are within 10:30:24  
12 the INCODE division. So at a high level, again, to bring 10:30:29  
13 their clients live on their applications. 10:30:36  
14 Q. So they have basically a bull-pen approach as 10:30:42  
15 well? 10:30:46  
16 A. They're unique, yet again, in that the Eagle 10:30:46  
17 document management application has been utilized 10:30:57  
18 throughout Tyler, and they play a role unique to them, 10:31:06  
19 which is other Tyler divisions will implement their 10:31:14  
20 product; and their role is to help other Tyler divisions 10:31:21  
21 implement the product. So they -- they work sometimes 10:31:28  
22 with the client and sometimes with their peers at Tyler. 10:31:34  
23 I'm trying to think if we have any other -- I think 10:31:40  
24 they're unique in that regard where -- where their 10:31:42  
25 application is being implemented, say, by MUNIS 10:31:46

1	implementors and they would assist in that.	10:31:51
2	Q. And on average what percentage of their time	10:31:52
3	would they be working with their peers versus the	10:31:55
4	customer?	10:31:57
5	A. I don't know that I could come up with a	10:31:57
6	percentage there.	10:32:05
7	Q. Why not?	10:32:06
8	A. That gets to a level of detail that I'm just	10:32:06
9	not -- I wouldn't -- I wouldn't be privy to.	10:32:11
10	Q. So you're not the person most knowledgeable on	10:32:14
11	that particular issue?	10:32:17
12	A. On that particular question.	10:32:17
13	Q. Okay. And have you done anything to ascertain	10:32:19
14	how much of their time is spent working with their	10:32:26
15	colleagues versus working with the customer?	10:32:29
16	A. Can you repeat that question?	10:32:36
17	Q. Have you done anything to try to ascertain what	10:32:40
18	percentage of time is spent working with the colleagues	10:32:43
19	versus the customer?	10:32:48
20	A. No, not specifically.	10:32:50
21	Q. Okay. Any other ways in which Eagle is similar	10:32:52
22	to the other divisions in terms of their implementation	10:32:57
23	specialists and consultants?	10:33:01
24	A. Not -- not that I can think of.	10:33:02
25	Q. Any other ways in which they're different?	10:33:06

1 A. Not that's coming to me right now. 10:33:07

2 Q. Okay. And the last one is Fundbalance. Can 10:33:11

3 you tell me, please, what the functions and duties are of 10:33:17

4 the implementation specialists at Fundbalance? 10:33:20

5 A. They would be similar to, again, their INCODE 10:33:22

6 counterparts division which they roll up into and similar 10:33:27

7 products, financial products, payroll products. So I 10:33:32

8 would say that they're more similar to that group. 10:33:35

9 Q. And would you say that they have kind of the 10:33:39

10 bull-pen approach, or do you know? 10:33:43

11 A. I can't recall. I'm just forgetful. I can't 10:33:46

12 recall their exact management style. I know that in 10:33:50

13 INCODE it's the bull-pen approach and that's their 10:33:54

14 division, but I don't know that Fundbalance follows that. 10:33:58

15 Q. All right. So as I'm understanding it, then, 10:34:00

16 the management style of the different divisions can vary 10:34:03

17 from one another; is that correct? 10:34:08

18 A. They do. 10:34:10

19 Q. And as a result of that, it can impact the 10:34:12

20 percentage of time that an implementation specialist 10:34:15

21 might spend doing particular duties as well as whether 10:34:18

22 they do certain duties at all; is that correct? 10:34:21

23 A. I would say that's -- that's correct. 10:34:22

24 Q. Okay. Now, would you say that there is 10:34:25

25 anything about the employment settings of the particular 10:34:37

1 divisions that are different from each other than what 10:34:46  
2 we've already talked about in the management style? 10:34:50  
3 MR. McKEEBY: I object to the form of the question. 10:34:54  
4 You can answer. 10:34:56  
5 A. Can you define employment settings for me? 10:34:57  
6 BY MS. RAY: 10:35:00  
7 Q. Well, is there anything about the way that the 10:35:00  
8 people report to work or who they report to? We've 10:35:06  
9 talked a little bit about some have project managers and 10:35:13  
10 some don't, you know. That's kind of what I'm referring 10:35:17  
11 to. 10:35:19  
12 MR. McKEEBY: What's the question? 10:35:19  
13 BY MS. RAY: 10:35:24  
14 Q. Is there any differences in the way they report 10:35:24  
15 to work and -- that you're saying is, oh, this is 10:35:27  
16 different here as opposed to there? 10:35:31  
17 MR. McKEEBY: Other than what he has discussed? 10:35:32  
18 MS. RAY: Right. 10:35:35  
19 A. Employment -- how people arrive to work 10:35:36  
20 through -- throughout Tyler there are employees who work 10:35:49  
21 out of an office or work out of their home just given the 10:35:53  
22 geographic expansion. So there are differences to 10:35:56  
23 whether implementors show up to an office, whether they 10:36:00  
24 show up to their home, or whether they're assigned 10:36:04  
25 permanently to a client site for a fixed number of 10:36:08